



HAGENS BERMAN

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Via Hand-Delivery

The Honorable Denise L. Cote
 United States District Court Judge
 Southern District of New York
 500 Pearl St., Room 1610
 New York, NY 10007-1312

Re: In re: Electronic Books Antitrust Litig., No. 11-md-02293 (DLC);
The State of Texas v. Penguin Group (USA), Inc., No. 12-cv- 3394 (DLC)

Dear Judge Cote:

Pursuant to paragraph 20 of the parties' Stipulated Protective Order dated May 9, 2012, and Your Honor's Individual Practices in Civil Cases, Class Plaintiffs respectfully submit the following documents for filing under seal in the above-captioned matters:

1. Declaration of Steve W. Berman and accompanying exhibits in support of Class Plaintiffs' Motion for Summary Judgment and Statement of Undisputed Facts.

Class Plaintiffs seek to file this document under seal to the extent it contains material designated by the parties or third parties as Confidential or Highly Confidential pursuant to the May 9, 2012 Protective Order and November 30, 2012 Supplemental Protective Order in the above-captioned matters.

In accordance with Rule 4A of Your Honor's Individual Practices, we have enclosed with this letter: (1) two complete copies of the filing in unredacted form, and (2) one copy of the specific subset of exhibits which are subject to the meet and confer process regarding proposed redactions. These exhibits are: Exhibits 11, 18, 21-26, 30 and 34-39.

Respectfully,

HAGENS BERMAN SOBOL SHAPIRO LLP

Steve W. Berman